

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Budget PrePay, Inc. d/b/a Budget Phone)	
<i>Assignor</i>)	
)	WC Docket No. _____
and)	
)	
Global Connection Inc. of America)	
<i>Assignee</i>)	
)	
Application for Consent to Assign Assets from)	
a Company Holding Domestic Authority)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

APPLICATION

Budget PrePay, Inc. d/b/a Budget Phone (Budget) and Global Connection Inc. of America (GCIOA and, together with Budget, the Applicants) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the Act), and Section 63.04 of the Commission’s Rules, 47 CFR § 63.04, for a transaction (Transaction) in which Budget will assign certain wireline customers, as specified below (the Customers), to GCIOA. Budget and GCIOA are each non-dominant telecommunications carriers authorized by the Commission to provide domestic interstate and international¹ telecommunications services. After consummation of the assignment, Budget will continue to hold its telecommunications authorizations and will continue to provide interstate and international services to customers not involved in the Transaction.

¹ None of the customers being transferred receive international services from Budget.

The proposed Transaction is not expected to result in any loss or impairment of service to any of the Customers being assigned from Budget to GCIOA. GCIOA is an experienced telecommunications provider serving wireline and wireless customers throughout the United States. The newly transferred Customers will continue to receive high-quality, reliable services just as they did previously at equally competitive rates. The only material change arising from the Transaction will be in the Customers' service provider. Customers are being notified of the change in accordance with Section 64.1120 of the Commission's Rules.

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed Transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of its affiliates are regulated as dominant with respect to any service.

The Applicants respectfully request expeditious approval of this Application so that they may proceed with the Transaction.

I. APPLICANTS

A. Budget

Budget (FRN 0008394215), a Louisiana corporation, is headquartered at 1325 Barksdale Blvd., Suite 200, Bossier City, LA 71111 (tel. (318) 671-5000). Budget holds blanket domestic Section 214 authority as well as international Section 214 authority² from the Commission. Budget is authorized to provide competitive intrastate wireline telecommunications services in 25 states, identified in *Exhibit A*. Throughout its wireline territory, Budget provides local exchange and intrastate/interstate long distance services to residential customers. Budget has been designated as an eligible telecommunications carrier (ETC) to provide Lifeline services to low-income consumers on a wireline basis in 14 states and on a wireless basis in 34 states and Puerto Rico. Following consummation of the Transaction, Budget will retain its authorizations and continue to provide competitive services.

B. GCIOA

GCIOA (FRN 0018586909) is a Georgia corporation located at 5555 Oakbrook Parkway Suite 620, Norcross, GA 30093 (tel. (678) 741-6253). GCIOA holds blanket domestic and international Section 214 authority³ from the Commission as well as intrastate authority to provide local exchange and interexchange telecommunications services in 26 states, identified in *Exhibit B*. GCIOA also provides wireless services to customers in 24 states. GCIOA has been designated as an ETC to provide Lifeline

² File No. ITC-214-20030206-00050 (granting authority to provide global or limited global facilities-based and resold international services on March 7, 2003).

³ File No. ITC-214-20040421-00150 (granting authority to provide global or limited global facilities-based and resold international services in on May 7, 2004).

services to low-income consumers on a wireline basis in seven states and on a wireless basis in twenty-four states.⁴ The Company also provides services to Lifeline customers in eight states via resale.

GCIOA is a wholly-owned subsidiary of Global Connection Holding Corporation, a U.S. company, which in turn is owned by L6-Global Manager LLC, a Georgia limited liability company. Approximately 76 percent of the equity in GCIOA is ultimately held or controlled by Milestone Partners, a lower middle market private equity firm based in Radnor, Pennsylvania. Milestone Partners specializes in making control equity investments in established operating businesses in a wide variety of industries with valuations of up to \$150 million. More complete information regarding GCIOA's ownership is provided as *Exhibit C*.

II. CONTACTS

Correspondence concerning this Application should be sent to:

For GCIOA:

Joshua T. Guyan
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Kelley Drye & Warren LLP
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David Skogen, CEO
Global Connection Inc. of America
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For Budget:

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⁴ GCIOA does not receive high cost support.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Asset Purchase Agreement dated August 21, 2015 between Budget as the Seller and GCIOA as the Buyer (the Agreement), Budget intends to assign approximately 8,700 prepaid wireline customers to GCIOA. These Customers, located in 19 states,⁵ currently receive local exchange and intrastate/interstate long distance services from Budget.⁶ After consummation of the transaction, GCIOA will provide telecommunications services to the acquired Customers directly pursuant to its own telecommunications authorizations.⁷ These Customers will continue to receive their services just as they did prior to the Transaction with monthly charges that are at or below the level of their current rates. Indeed, a significant number of the Customers will enjoy lower monthly rates. If any future changes to the rates, terms and conditions of service are made, those changes will be made consistent with Commission requirements.

To ensure a seamless transition and avoid customer confusion or inconvenience, GCIOA is providing written notice to the affected Customers at least thirty (30) days prior to the transfer. This notice complies fully with the requirements of Commission

⁵ The Customers are located in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Michigan, Missouri, Mississippi, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee, Texas and Wisconsin.

⁶ A significant number of these customers receive Lifeline services through Budget. Post-close, they will continue to receive these benefits through Global, which provides Lifeline services pursuant to its own designations and through resale of AT&T Lifeline services.

⁷ As noted above, post-close, Budget will retain its authorizations and continue to provide service pursuant thereto.

Rule 64.1120(e).⁸ The closing of the transaction will be contingent upon Commission approval and the receipt of all other required regulatory approvals.

IV. PUBLIC INTEREST STATEMENT

The Transaction described herein will serve the public interest. Upon consummation, GCIOA will provide the Customers with the same high-quality competitive local exchange and interexchange services previously delivered by Budget. At the same time, the Transaction will enable Budget and GCIOA to more effectively pursue their respective business plans. This, in turn, will allow each company to compete more efficiently, to the ultimate benefit of consumers throughout their operating territories.

The Transaction does not present any offsetting adverse effects. The Customers will be fully apprised of the impending change of carrier and may choose to remain with GCIOA or change to a new provider. Budget and GCIOA will work together to ensure that the Customers experience a smooth, virtually seamless, transition.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section III of the Application.

⁸ GCIOA will also file the required "anti-slamming" notice and a copy of the Customer notice(s) with the Commission in CC Docket No. 00-257.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2) for the reasons explained on page 2 of the Application.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section IV of the Application.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Global Connection Inc. of America

Budget Prepay, Inc. d/b/a Budget Phone

By: Edward W. Smith
NAME: EDWARD SMITH
TITLE: SECRETARY/TREASURER
Tel: (678) 741-6246
Fax: (888) 315-2669

By: _____
NAME: ROBERT DANIEL HYDE III
TITLE: PRESIDENT/CEO
Tel: (318) 671-5704
Fax: (318) 671-5421

Dated: October 15, 2015

VI. CONCLUSION

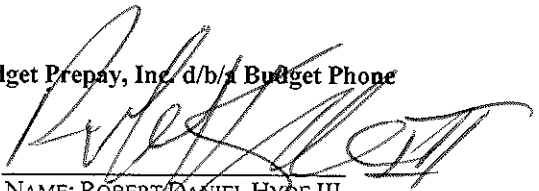
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Global Connection Inc. of America

By: _____
NAME: EDWARD SMITH
TITLE: SECRETARY/TREASURER
Tel: (678) 741-6246
Fax: (888) 315-2669

Budget Prepay, Inc. d/b/a Budget Phone

By: 
NAME: ROBERT DANIEL HYDE III
TITLE: PRESIDENT/CEO
Tel: (318) 671-5704
Fax: (318) 671-5421

Dated: October 15, 2015

EXHIBIT A

Budget PrePay, Inc. d/b/a Budget Phone Wireline States

Alabama
Arkansas
Delaware
Florida
Georgia
Iowa
Illinois
Indiana
Kansas
Kentucky
Louisiana
Maryland
Michigan
Missouri
Mississippi
North Carolina
New Jersey
New Mexico
Ohio
Oklahoma
South Carolina
Tennessee
Texas
Virginia
Wisconsin

EXHIBIT B

Global Connection Inc. of America Wireline States

Alabama
Arkansas
Colorado
Florida
Georgia
Illinois
Indiana
Kansas
Kentucky
Louisiana
Michigan
Minnesota
Missouri
Mississippi
North Carolina
Nebraska
New Mexico
Ohio
Oklahoma
Oregon
South Carolina
Tennessee
Texas
Washington
Wisconsin
West Virginia

EXHIBIT C

Ownership Information for Global Connection Inc. of America

The following entities or individuals hold 10% or greater interest in Global Connection Inc. of America:

Name: **Global Connection Holdings Corporation** (Global Holdings)
Address: 5555 Oakbrook Parkway, Suite 620, Norcross, GA 30093
Citizenship: Georgia Corporation
Principal business: Holding Company
% Interest in GCIOA: 100% (direct)

Name: **L6-Global, LLC**
Address: #333-6555 Sugarloaf Parkway, Suite 307
Duluth, GA 30097
Citizenship: Georgia LLC
Principal Business: Telecommunications
Indirect interest in GCIOA: 79% (through interest in Global Holdings)

Name: **MP Global Holdings, LLC**
Address: 555 East Lancaster Ave, Suite 500, Radnor, PA 19087
Citizenship: US
Principal Business: Private Equity
Indirect interest in GCIOA: 96% (through interest in L6-Global, LLC)

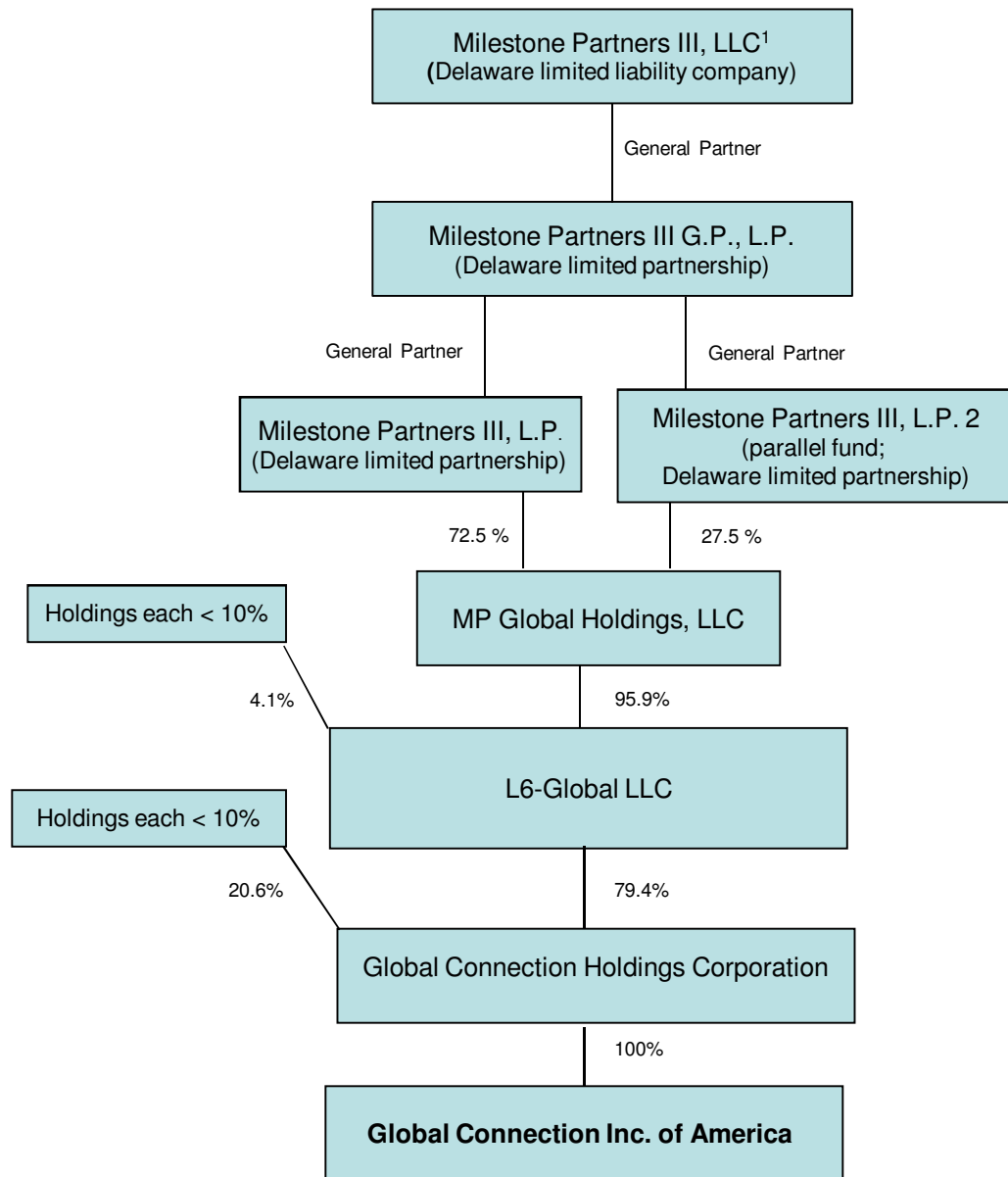
Milestone Partners. Funds of Milestone Partners hold an aggregate interest of approximately 76% in GCIOA, through their interest in MP Global Holdings, LLC. Milestone Partners is a private equity firm, with principal offices at 555 E. Lancaster Avenue, Suite 500, Radnor, PA 19087. All Milestone Partners entities are U.S. entities.

Milestone Partners' interest in Global Connection Inc. of America is primarily held through two investment funds. The two funds are (1) Milestone Partners III, L.P. (72.5 percent of MP Global Holdings, LLC) and (2) Milestone Partners III, L.P. 2 (27.5 percent of MP Global Holdings, LLC). Milestone Partners III GP, L.P. is general partner of Milestone Partners Funds (1) and (2). Milestone Partners III, LLC is the general partner of Milestone Partners III GP, L.P.

Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III GP, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.

No other individuals or entities hold 10% or greater direct or indirect interest in GCIOA.

Global Connection Inc. of America Corporate Structure



¹ Voting or investment control over securities that the Milestone Partners Funds own are acted upon by vote of Milestone Partners III, LLC whose current members (all U.S. citizens) are W. Scott Warren, John P. Shoemaker, Brooke B. Hayes, and Robert G. Levine.